

Exhibit A



REPUBLIC OF THE PHILIPPINES
 DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
ILOILO EXTENSION OFFICE
 SEC Building, General Hughes Street
 Iloilo City



COMPANY REG. NO. **CS201226840**

CERTIFICATE OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

This is to certify that the **Articles of Incorporation** and **By-Laws** of

AVATAR TECHNOLOGIES PHL, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg. 68), and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, closed-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at **Iloilo City, Philippines**, this 19th day of **September**, Two Thousand Twelve.

BY AUTHORITY OF THE COMMISSION:


RUSSELL I. ILDESA
Officer-in-Charge

Per SEC Office Order No.116 Series of 2012



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Atty. Esther C. Lee-Trimañez

335-1055 / 337-9964

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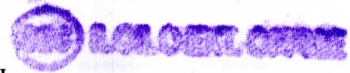
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STAMPS

STAMPS

ARTICLES OF INCORPORATION
OF
AVATAR TECHNOLOGIES PHL, INC.



'12 SEP 19 P3:26

Know All Men By These Presents:

The undersigned incorporators, all of legal age and a majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

AVATAR TECHNOLOGIES PHL, INC.

SECOND: A. That the primary purpose of this corporation is

To engage in the business of handling and managing of computer data, data processing, data storage, systems design and analysis, software package development, programming, data communication and related services, and do any and all things necessary and proper in the pursuance of the above objects without engaging in the telecommunications business.

B. That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: The place where the principal office of the Corporation is to be established in Estrella Building, Simon Ledesma Street, Jaro, Iloilo City, Philippines.

FOURTH: The term for which the Corporation is to exist is fifty (50) years from and after the date of incorporation.

FIFTH : The names, nationalities and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
FRANCISCO M. GONZALES, JR.	Filipino	General Luna Street, Iloilo City
JOSEPH L. AGARPAO	Filipino	San Isidro Street, Jaro, Iloilo City
MAY ROSE B. PUEBLO	Filipino	Calumpang, Molo, Iloilo City
JOY C. CAMPOID	Filipino	Deca Homes, Pandac, Pavia
AIVAN J. HORTILANO	Filipino	Lacadon, Duenas, Iloilo City

SIXTH : The number of directors of said corporation shall be five (5) and the names, nationalities and addresses of the directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
FRANCISCO M. GONZALES, JR.	Filipino	General Luna Street, Iloilo City
JOSEPH L. AGARPAO	Filipino	San Isidro Street, Jaro, Iloilo City
MAY ROSE B. PUEBLO	Filipino	Calumpang, Molo, Iloilo City
JOY C. CAMPOID	Filipino	Deca Homes, Pandac, Pavia
AIVAN J. HORTILANO	Filipino	Lacadon, Duenas, Iloilo City

SEVENTH: The authorized capital stock of the Corporation is **Two Million (P2,000,000.00)**, Philippine Currency, divided into **Two Thousand (2,000)** shares with a par value of **One Thousand Pesos (P1,000.00)** per share.

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows:

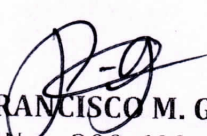
<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
FRANCISCO M. GONZALES, JR.	Filipino	220	₱ 220,000.00	₱ 220,000.00
JOSEPH L. AGARPAO	Filipino	220	220,000.00	220,000.00
MAY ROSE B. PUEBLO	Filipino	20	20,000.00	20,000.00
JOY C. CAMPOID	Filipino	20	20,000.00	20,000.00
AIVAN J. HORTILANO	Filipino	<u>20</u>	<u>20,000.00</u>	<u>20,000.00</u>
		<u>500</u>	<u>₱ 500,000.00</u>	<u>₱ 500,000.00</u>

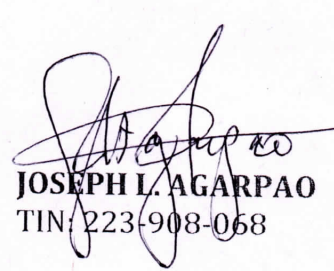
NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation. This restriction shall be indicated in all the stock certificates to be issued by the Corporation.

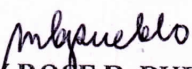
TENTH: That **JOSEPH L. AGARPAO** has been elected by the subscribers as Treasurer of the Corporation to act as such until his/her successor is duly elected and qualified in accordance with the By-Laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers;

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS THEREOF, we have set our hands, this SEP 18 2012 day of _____, 2012 at Iloilo City, Philippines.


FRANCISCO M. GONZALES, JR.
TIN: 300-602-005


JOSEPH L. AGARPAO
TIN: 223-908-068


MAY ROSE B. PUEBLO
TIN: 928-943-781


JOY C. CAMPOID
TIN: 938-082-196


AIVAN J. HORTILANO
TIN: 410-704-167

Signed in the presence of:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF ILOILO) S.S.

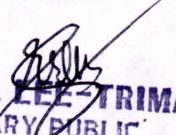
BEFORE ME, Notary Public, for and in Iloilo City, this SEP 18 2012
2012 personally appeared:

<u>Name</u>	<u>Community Tax Certificate No.</u>	<u>Date & Place Issued</u>
FRANCISCO M. GONZALES, JR.	20770549	8-22-2012/ Iloilo City
JOSEPH L. AGARPAO	20777895	9-14-2012/ Iloilo City
MAY ROSE B. PUEBLO	20718933	3-29-2012/Iloilo City
JOY C. CAMPOID	20718934	3-29-2012/Iloilo City
AIVAN J. HORTILANO	20718934	9-13-2012/ Iloilo City

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have set my hand and affixed my notarial seal hereto on the date and at the place first above written.

Doc. No. 925;
Page No. 52;
Book No. 19;
Series of 2012.


ESTHER C. LEE-TRIMANEZ
NOTARY PUBLIC
UNTIL DECEMBER 31, 2012
PTR NO. 3622510/01-03-12/I.C.
IBP NO. 855040/01-02-12/I.C.
ROLL NO. 46047
MCLEC. NO. III-0010923/4-16-10